

In the Claims:

Following is a complete listing of the claims pending in the application, as amended:

1. (Currently amended) ~~An upper/insole assembly for use in constructing an article of footwear, comprising:~~

- (a) an upper comprising:
 - (i) an inner surface;
 - (ii) an outer surface;
 - (iii) a lateral peripheral flange; and
 - (iv) a medial peripheral flange; and
- (b) an insole comprising:
 - (i) a top surface;
 - (ii) a bottom surface;
 - (iii) a lateral peripheral edge;
 - (iv) a medial peripheral edge;
 - (v) an arch portion;
 - (vi) a ~~phalangeal~~ first portion forward of the arch portion; and
 - (vii) a ~~heel~~ second portion rearward of the arch portion,

wherein at least a portion of the lateral peripheral flange and at least a portion of the medial peripheral flange of the upper ~~of the upper/insole assembly~~ are stitched to the insole in the ~~phalangeal~~ first and ~~heel~~ second portions but wherein the lateral and medial peripheral flanges of the upper are not stitched to the insole through the arch portion, and further wherein the lateral peripheral flange of the upper is wrapped around the lateral peripheral edge of the insole in the arch portion and the medial peripheral flange of the upper is wrapped around the medial peripheral edge of the insole in the arch portion, ~~and further w/ herein the lateral and medial peripheral flanges are secured to the bottom surface of the arch portion of the insole.~~

2. (Currently amended) ~~An~~The article of footwear, ~~comprising: the upper/insole assembly for use in constructing an article of footwear according to claim 1, further comprising~~ and a bottom component comprising an outsole component and a midsole component, wherein at least a portion of the midsole component is fixed to the upper/insole assembly.

3. (Currently amended) The article of footwear according to claim 2, wherein the bottom component further comprises at least one shank that provides support to the arch portion ~~of the upper/insole assembly and article of footwear.~~

4. (Currently amended) The article of footwear according to claim 2, wherein the bottom component further comprises a heel portion and ~~substantially all of the heel portion of the bottom component is stitched to the lateral and medial peripheral flanges of the upper through the heel~~ second portion of the insole component.

5. (Currently amended) The article of footwear according to claim 4, wherein the bottom component further comprises at least one shank ~~that provides support to the arch portion of the upper/insole assembly and article of footwear.~~

6. (Currently amended) The article of footwear according to claim 2, wherein the bottom component further comprises a phalangeal-forward portion and substantially all of the phalangeal-forward portion of the bottom component is stitched to the lateral and medial peripheral flanges of the upper through the phalangeal-first portion of the insole component.

7. (Currently amended) The article of footwear according to claim 6, wherein the bottom component further comprises at least one shank ~~that provides support to the arch portion of the upper/insole assembly and article of footwear.~~

8. (Currently amended) The article of footwear according to claim 6, wherein the bottom component further comprises a heel portion and substantially all of the heel

portion of the bottom component is stitched to the lateral and medial peripheral flanges of the upper through the ~~heel~~ second portion of the insole component.

9. (Currently amended) The article of footwear according to claim 8, wherein the bottom component further comprises at least one shank ~~that provides support to the arch portion of the upper/insole assembly and article of footwear.~~

10. (Currently amended) The ~~upper/insole assembly for use in constructing an article of footwear according to claim 1, wherein at least a portion of the lateral and medial peripheral flanges are wrapped around the lateral and medial peripheral edges of the phalangeal~~ first portion of the insole and secured to the bottom surface of the ~~phalangeal~~ first portion of the insole.

11. (Currently amended) ~~An~~ The article of footwear, ~~comprising: the upper/insole assembly for use in constructing an article of footwear according to claim 10, further comprising~~ and a bottom component comprising a midsole component, an outsole component, a heel portion, and a ~~phalangeal~~ forward portion wherein ~~substantially all of the heel portion of the bottom component is stitched to the lateral and medial peripheral flanges of the upper through the heel~~ second portion of the insole component ~~and and the phalangeal~~ forward portion of the bottom component is fixed to the ~~phalangeal~~ forward portion of the insole.

12. (Currently amended) The article of footwear according to claim 11, wherein the bottom component further comprises at least one shank ~~that provides support to the arch portion of the upper/insole assembly and article of footwear.~~

13. (Currently amended) The ~~upper/insole assembly for use in constructing an article of footwear according to claim 10, wherein at least a portion of the lateral and medial peripheral flanges are wrapped around the lateral and medial peripheral edges of the heel~~ second portion of the insole and secured to the bottom surface of the ~~heel~~ second portion of the insole.

14. (Currently amended) ~~An~~The article of footwear, ~~comprising: the upper/insole assembly for use in constructing an article of footwear~~ according to claim 13 and a bottom component comprising a midsole component, an outsole component, a heel portion and a phalangeal-forward portion, wherein the phalangeal-forward portion of the bottom component is fixed to the phalangeal-first portion of the bottom surface of the insole and the heel portion of the bottom component is fixed to the ~~heel-second~~ portion of the bottom surface of the insole, and further wherein, the outer surface of the lateral and medial peripheral flanges of the upper contacts the top surface of the bottom component.

15. (Currently amended) The article of footwear according to claim 14, wherein the bottom component further comprises at least one shank ~~that provides support to the arch portion of the upper/insole assembly and article of footwear.~~

16. (Currently amended) ~~The upper/insole assembly for use in constructing an article of footwear~~ according to claim 1, wherein at least a portion of the lateral and medial peripheral flanges are wrapped around the lateral and medial peripheral edges of the ~~heel-second~~ portion of the insole and secured to the bottom surface of the ~~heel-second~~ portion of the insole.

17. (Currently amended) ~~An~~The article of footwear, ~~comprising: the upper/insole assembly for use in constructing an article of footwear~~ according to claim 16, further comprising ~~and~~ a bottom component comprising a midsole component, an outsole component, a heel portion, and a phalangeal-forward portion wherein substantially all of the phalangeal-forward portion of the bottom component is stitched to the lateral and medial peripheral flanges of the upper through the phalangeal-first portion of the insole component and the heel portion of the bottom component is fixed to the ~~heel-second~~ portion of the insole.

18. (Currently amended) The article of footwear according to claim 17, wherein the bottom component further comprises at least one shank ~~that provides support to the arch portion of the upper/insole assembly and article of footwear.~~

19-22. (Cancelled)

23. (New) An article of footwear, comprising:

- (a) an upper comprising:
 - (i) a lateral peripheral flange;
 - (ii) a medial peripheral flange;
- (b) a sole component comprising:
 - (i) a top surface;
 - (ii) a bottom surface;
 - (iii) a lateral peripheral edge;
 - (iv) a medial peripheral edge;
 - (v) an arch portion;
 - (vi) a first portion forward of the arch portion; and
 - (vii) a second portion rear of the arch portion,

wherein at least a portion of the lateral peripheral flange and at least a portion of the medial peripheral flange of the upper assembly are stitched to the sole component in the first and second portions but wherein the lateral and medial peripheral flanges of the upper are not stitched to the sole component through the arch portion.

24. (New) The article of footwear of claim 23 wherein the lateral peripheral flange of the upper is wrapped around the lateral peripheral edge of the sole component in the arch portion and the medial peripheral flange of the upper is wrapped around the medial peripheral edge of the sole component in the arch portion.

25. (New) The article of footwear of claim 23 wherein the lateral and media peripheral flanges are secured to the bottom surface of the arch portion of the sole component.

26. (New) The article of footwear according to claim 23, wherein the sole component is an insole.

27. (New) The article of footwear according to claim 23, wherein the sole component is a full-length insole, the first portion is a phalangeal portion and the second portion is a heel portion.

28. (New) The article of footwear according to claim 23, wherein the sole component is a one-piece insole.

29. (New) The article of footwear according to claim 23, further comprising an outsole component and a midsole component coupled to the upper.

30. (New) The article of footwear according to claim 29, further comprises at least one shank coupled to the sole component and the outsole component.

31. (New) The article of footwear according to claim 23, further comprising an outsole component and a midsole component, the midsole component is stitched between the outsole component and the lateral and medial peripheral flanges of the upper.

32. (New) The article of footwear according to claim 23, further comprising an outsole component having a heel portion, the heel portion of the outsole component is stitched to the lateral and medial peripheral flanges of the upper through the second portion of the sole component.

33. (New) The article of footwear according to claim 23, further comprising an outsole having a forward portion, the forward portion being stitched to the lateral and medial peripheral flanges of the upper through the first portion of the sole component.

34. (New) An article of footwear, comprising:

(a) an upper comprising:

(i) a lateral peripheral flange;

(ii) a medial peripheral flange;

(b) a first sole component comprising:

(i) a first lateral peripheral edge;

(ii) a second medial peripheral edge;

(iii) a first arch portion;

(iv) a first forward portion forward of the first arch portion;

(v) a first heel portion rear of the first arch portion,

(c) a second sole component adjacent to the first sole component, and comprising:

(i) a second lateral peripheral edge;

(ii) a second medial peripheral edge;

(iii) a second arch portion;

(iv) a second forward portion forward of the second arch portion; and

(v) a second heel portion rear of the second arch portion.

wherein at least a portion of the lateral peripheral flange and at least a portion of the medial peripheral flange of the upper are stitched to at least one of the first sole component in the first forward and heel portions and the second sole component in the second front and heel portions but wherein the lateral and medial peripheral flanges of the upper are not stitched to the first or second sole components through the first or second arch portions, and further wherein the lateral peripheral flange of the upper is wrapped around at least one of the first and second lateral peripheral edges in the arch portion and the medial peripheral flange of the upper is wrapped

around at least one of the first and second medial peripheral edges in the arch portion.

35. (New) The article of footwear of claim 34 wherein the first sole component is an insole.

36. (New) The article of footwear of claim 34 wherein the second sole component is a midsole.

37. (New) The article of footwear of claim 34, further comprising an outsole having a third heel portion a third arch portion and a third forward portion, the lateral and peripheral flanges of the upper being stitched to at least a portion of the third heel and forward portions but not through the third arch portion.